

UTAH COUNTIES INSURANCE POOL

BOARD OF TRUSTEES MEETING

Thursday, October 20, 2011, 12:00 p.m.

UCIP Offices, 10980 S. Jordan Gateway, South Jordan, UT

AGENDA

12:00 Lunch Provided

12:30 Call to Order

Kay Blackwell

ITEM

- | | | |
|----|--|----------------|
| 1 | Review/Excuse Board Members Absent | Kay Blackwell |
| 2 | Review/Approve September 15, 2011 Meeting Minutes | Steve Wall |
| 3 | Ratification and Approval of Payments and Credit Card Transactions | Steve Wall |
| 4 | Review/Approve Transfer of Funds to Investment Portfolio | Johnnie Miller |
| 5 | Ratify Section 5.2 of the Bylaws Regarding Per Diem Reimbursement | Johnnie Miller |
| 6 | Review/Approve Membership Qualifications | Johnnie Miller |
| 7 | Review/Approve Entity Name Change | Johnnie Miller |
| 8 | Review/Approve Entity Re-Branding | Johnnie Miller |
| 9 | Set Date and Time for Closed Meeting
to Discuss Character, Professional Competence, Physical/Mental Health of an Individual | Kay Blackwell |
| 10 | Action on Personnel Matters | Kay Blackwell |
| 11 | Set Date and Time for Closed Meeting
to Discuss Pending or Reasonably Imminent Litigation | Kay Blackwell |
| 12 | Action on Litigation Matters | Kent Sundberg |
| 13 | Chief Executive Officer's Report | Johnnie Miller |
| 14 | Other Business | Kay Blackwell |

JESSE FEB

150/Hr PARTNER
125/ASSOC

Jan 6-8

MARE
SLOC
ONLINE

DRAFT



Utah Counties Insurance Pool
Supporting Your Goals Since 1992

BOARD OF TRUSTEES MEETING MINUTES

September 15, 2011, 12:00 pm
UCIP Offices, South Jordan, UT

BOARD MEMBERS PRESENT

Kay Blackwell, *President*, Piute County Commissioner
Jim Eardley, *Vice President*, Washington County Commissioner
Steve Wall, *Secretary-Treasurer*, Sevier County Clerk/Auditor
Bruce Adams, San Juan County Commissioner
Gary Anderson, Utah County Commissioner
Craig Dearden, Weber County Commissioner
Marilyn Gillette, Tooele County Clerk
Karla Johnson, Kane County Clerk/Auditor
Bret Millburn, Davis County Commissioner
Cameron Noel, Beaver County Sheriff
Kent Sundberg, Utah County Deputy Attorney

BOARD MEMBERS ABSENT

Brad Dee, Weber County Human Resources Director
Jerry Hurst, Tooele County Commissioner

OTHERS PRESENT

Johnnie Miller, UCIP Chief Executive Officer
Sonya White, UCIP Manager of Administration

Call to Order

Kay Blackwell called this meeting of the Utah Counties Insurance Pool Board of Trustees to order at 12:30 p.m. on September 15, 2011 and welcomed those in attendance.

Review/Excuse Board Members Absent

Jim Eardley made a motion to excuse Brad Dee and Jerry Hurst from this meeting. Bret Millburn seconded the motion, which passed unanimously.

Approve August 18, 2011 Meeting Minutes

The minutes, of the Board of Trustees meeting held August 18, 2011, were previously sent to the Board Members for review (see attachment number one). Steve Wall made a motion to approve the August 18, 2011 meeting minutes as written. Craig Dearden seconded the motion, which passed unanimously.

Ratification and Approval of Payments and Credit Card Transactions

Steve Wall reviewed the payments made, payments to be made (see attachment number two) and credit card transactions with the Board. Steve Wall made a motion to approve the payments made, payments to be made and credit card transactions. Marilyn Gillette seconded the motion, which passed unanimously.

Review/Approve Second Quarter Financial Statements

The second quarter financial statements were previously sent to the Board Members for review (see attachment number three). Sonya White reported that Reserves have decreased \$136,000 from the prior year second quarter due to settlement and closure of claims. With this activity in the second quarter 2011, Losses Paid are at \$318,000 over budget. This accounts for the negative Net Income of \$273,000. Third quarter will provide a better indication of the Net Income for the year as shown in the Trending worksheet provided to the Board (see attachment number four).

Review/Approve Board Travel Policy

In Brad Dee's absence, Johnnie Miller reviewed the current Travel Policy with the Board (see attachment number five), adopted October 15, 2010. Although the policy doesn't specifically state, per diem paid to the Board for out-of-state training, has been based on the Meals and Incidental Expenses Breakdown pursuant to the General Services Administration rate. Bruce Adams made a motion to amend the policy to pay the full daily Standard Meals and Incidental Expenses rate published by the Office of Government Policy, General Services Administration. Gary Anderson seconded the motion, which passed unanimously.

Review/Approve Workers Compensation Audit Adjustment

Johnnie Miller explained that for the 2011 coverage year, Rich County paid a premium to the Utah Local Governments Trust (ULGT) for workers compensation coverage. Proper notice had not been given to the Pool to withdraw from coverage so the County ended up paying both ULGT and the Pool; ULGT would not refund the County's premium. Pursuant to the 2010 payroll audit, Rich County owes \$1,753 for underreported payroll. Johnnie recommends that this expense be waived for the County conditioned upon their membership for 2012. Bruce Adams made a motion to waive the additional premium due by Rich County for 2010 workers compensation coverage. Jim Eardley seconded the motion, which passed unanimously.

Review/Approve AGRiP Advisory Standards Recognition Application/Resolution

Johnnie Miller reported that he is in the process of completing the paperwork necessary to reapply for the AGRiP Best Practices Recognition Program. The Pool received this recognition in 2004 and 2008; it will expire in 2012. Steve Wall made a motion to approve Resolution No. 2011-1: Resolution Approving Application for Recognition in the Association of Governmental Risk Pools (AGRiP) Advisory Standards Program. Karla Johnson seconded the motion, which passed unanimously.

Review/Approve Website/Logo Redesign

Johnnie Miller provided the Board with a proposal from Fluid Studios for re-branding, website re-design programming and implementation (see attachment number six). Johnnie explained that the current Pool website is outdated and it has been difficult to find programmers willing to service changes. Fluid Studios is an approved vendor of the State. Kent Sundberg made a motion to approve Fluid Studio as the vendor to provide re-branding and re-design of the website for the Pool and accept their proposal for services. Marilyn Gillette seconded the motion, which passed unanimously.

Set Date and Time for Closed Meeting

Craig Dearden made a motion to *Set Date and Time for a Closed Meeting to Discuss Character, Professional Competence, Physical/Mental Health of an Individual* for 1:10 p.m. on September 15, 2011. Bret Millburn seconded the motion, which passed unanimously. Board Members present at the closed meeting: Kay Blackwell, Jim Eardley, Steve Wall, Bruce Adams, Gary Anderson, Craig Dearden, Marilyn Gillette, Karla Johnson, Bret Millburn, Cameron Noel and Kent Sundberg. Also present: Johnnie Miller and Sonya White.

The regular meeting resumed at 1:20 p.m. on September 15, 2011.

Action on Personnel Matters

Steve Wall made a motion to strike agenda item: *Action on Personnel Matters*. Craig Dearden seconded the motion, which passed unanimously.

Set Date and Time for Closed Meeting

Kent Sundberg made a motion to *Set Date and Time for a Closed Meeting to Discuss Pending or Reasonably Imminent Litigation* for 1:20 p.m. on September 15, 2011. Jim Eardley seconded the motion, which passed unanimously. Board Members present at the closed meeting: Kay Blackwell, Jim Eardley, Steve Wall, Bruce Adams, Gary Anderson, Craig Dearden, Marilyn Gillette, Karla Johnson, Bret Millburn, Cameron Noel and Kent Sundberg. Also present: Johnnie Miller and Sonya White.

The regular meeting resumed at 1:30 p.m. on September 15, 2011.

Action on Litigation Matters

Gary Anderson made a motion to ratify the settlement of \$50,000 in the matter of UTA0001402008. Jim Eardley seconded the motion, which passed unanimously.

Chief Executive Officer's Report

Johnnie Miller reported that staff attended the quarterly PRIMA Member luncheon and heard a presentation on the risk factors involved in the recent oil rig explosion. Johnnie met with officials and employees of Duchesne County to assist in the coordination of duties as a member of the Pool. Johnnie attended the AGRIP/CAJPA Conference where the AGRIP Board met and he participated in liability transfer and auditor responsibilities training. Mark Brady and Johnnie attended the Annual Sheriff's Association Conference in St. George. Mark and Johnnie attended the USACCC Conference in Midway and presented on group home legislation, FEMA and Lexipol.

Other Business

The next meeting of the Board of Trustees is scheduled for October 20, 2011 at 12:00 p.m. at the UCIP Offices, South Jordan.

Approved on this _____ day of _____ 2011

Steve Wall, Secretary/Treasurer

Utah Counties Insurance Pool

Payments

September 16 - October 20, 2011

Type	Date	Num	Name	Memo	Amount
ML Expense					
Liability Check	9/29/2011		QuickBooks Payroll Service	Created by Payroll Services on 09/28/2011	-13,685.59
Liability Check	10/13/2011		QuickBooks Payroll Service	Created by Payroll Services on 10/11/2011	-12,282.79
Liability Check	9/30/2011	ONLINE	Utah Retirement Systems	Confirmation Number:0929634528978324665000	-7,020.24
Liability Check	9/30/2011	ONLINE	United States Treasury	EFT ACKNOWLEDGEMENT NUMBER: 2701673041337...	-4,398.02
Liability Check	9/30/2011	ONLINE	Utah State Tax Commission	Confirmation Number: 0-538-820-608	-1,759.16
Liability Check	9/30/2011	ONLINE	Nationwide Retirement Solutions	Entity: 644013	-2,115.34
Liability Check	10/14/2011	ONLINE	United States Treasury	EFT ACKNOWLEDGEMENT NUMBER: 2701687922977...	-4,200.82
Check	9/27/2011	VISA	Wells Fargo	Account Number: 4856 2002 0646 9796	-1,297.25
Check	9/27/2011	VISA	Wells Fargo	Account Number: 4856 2002 0869 3567	-2,952.93
Check	9/16/2011	6105	Steven Wall	Mileage Reimbursement	-163.17
Check	9/16/2011	6106	Karla Johnson	Mileage Reimbursement	-336.33
Check	9/16/2011	6107	Cameron Noel	Mileage Reimbursement	-205.35
Check	9/16/2011	6108	Bret Millburn	Mileage Reimbursement	-34.41
Check	9/16/2011	6109	Craig Dearden	Mileage/Expense	-11.05
Check	9/16/2011	6110	Jim Eardley	Mileage Reimbursement	-333.00
Check	9/16/2011	6111	Bruce Adams	Expense Reimbursement	-348.00
Check	9/16/2011	6111	Kay Blackwell	Mileage Reimbursement	-199.80
Check	9/16/2011	6112	AGRIP	Advisory Standards Recognition Application Fee 2012	-600.00
Bill Pmt -Check	9/16/2011	6113	Garden House of Cedar City	Invoice Number: 4755	-3,438.50
Bill Pmt -Check	9/22/2011	6114	PEHP-LTD	VOID: Coverage Period: August 2011	0.00
Check	9/27/2011	6115	Johnnie R. Miller	Expense Reimbursement	-586.61
Check	9/27/2011	6116	Christensen & Jensen	Invoice Number: 67779	-1,046.47
Bill Pmt -Check	9/27/2011	6117	Office Depot	Invoice Number: 579968974001	-161.12
Bill Pmt -Check	9/27/2011	6118	Paetec	Invoice Number: 9224908	-682.03
Bill Pmt -Check	9/27/2011	6119	PEHP-LTD	Coverage Period: August 2011	-227.62
Check	9/27/2011	6120	PEHP-LTD	Coverage Period: September 2011	-234.24
Check	9/30/2011	6121	Public Employees Health Program	Policy Number 1076 (SEPTEMBER)	-7,168.08
Liability Check	9/30/2011	6122	Arthur J. Gallagher & Co.	Invoice Number: 96855	-3,841.90
Bill Pmt -Check	9/30/2011	6123	Arthur J. Gallagher & Co.	Invoice Number: 96844	-181.00
Bill Pmt -Check	10/1/2011	6124	Revco Leasing Company, LLC	Invoice Number: 277351	-815.89
Bill Pmt -Check	10/1/2011	6125	Western AgCredit	Invoice Number: 10-2011	-10,788.00
Check	10/1/2011	6126	Craig Dearden	Expense Reimbursement	-280.80
Check	10/1/2011	6127	Washington County	2011 Contribution Reimbursement (WCIA Member Exposu...	-42,601.74
Check	10/7/2011	6128	Sonya J. White	Expense Reimbursement	-665.10
Check	10/7/2011	6129	Johnnie R. Miller	Expense Reimbursement	-292.37
Check	10/7/2011	6130	Opticare of Utah	Invoice Number: 13662	-62.52
Liability Check	10/7/2011	6131		VOID: Spoiled	0.00
Check	10/7/2011	6132		VOID: Spoiled	0.00
Check	10/7/2011	6133		VOID: Spoiled	0.00
Check	10/7/2011	6134		VOID: Spoiled	0.00
Bill Pmt -Check	10/7/2011	6135	Arthur J. Gallagher & Co.	Invoice Number: 96949	-3,025.00
Bill Pmt -Check	10/7/2011	6136	John Stimpson	Invoice Number: 127	-1,000.00
Bill Pmt -Check	10/7/2011	6137	Utah PRIMA	2011 Annual Risk Seminar Sponsorship	-125.00
Check	10/11/2011	6138	Shaney M. Kelleher	VOID: Spoiled Check	0.00
Check	10/11/2011	6139	Shaney M. Kelleher	VOID: Spoiled Check	0.00
Check	10/13/2011	6141	Shaney M. Kelleher	VOID: Spoiled Check	0.00
Check	10/13/2011	6142	Shaney M. Kelleher	Expense Reimbursement	-8.58
Check	10/20/2011	6143	Bruce Adams	Expense Reimbursement	-641.29
Check	10/20/2011	6144	Craig Dearden	Expense Reimbursement	-235.50
Check	10/20/2011	6145	Marilyn Gillette	Mileage Reimbursement	-253.00
Check	10/20/2011	6146	Kent Sundberg	Expense Reimbursement	-291.50
Check	10/20/2011	6147	Steven Wall	Expense Reimbursement	-253.00

Utah Counties Insurance Pool Payments September 16 - October 20, 2011

Type	Date	Num	Name	Memo	Amount
Check	10/20/2011	6148	Johnnie R. Miller	Expense Reimbursement	-313.13
Check	10/20/2011	6149	Korby M. Siggard	Expense Reimbursement	-552.32
Check	10/20/2011	6150	Sonya J. White	Expense Reimbursement	-278.50
Bill Pmt -Check	10/20/2011	6151	AGRIP	Invoice Number: 11G-02861	-4,395.00
Bill Pmt -Check	10/20/2011	6152	Fluid Studio	Invoice Number: INV-9443	-3,475.00
Bill Pmt -Check	10/20/2011	6153	Omni Hotel at CNN Center	AGRIP UCIP Accommodations	-5,106.00
Bill Pmt -Check	10/20/2011	6154	Pitney Bowes Global Financial Servic...	Invoice Number: 1528795-OT11	-199.00
Bill Pmt -Check	10/20/2011	6155	Pitney Bowes Global Financial Servic...	Lease Number: 1528795	-17.01
Total ML Expense					-145,186.07
TOTAL					-145,186.07

Trustees positions. Any elected official of a Member or any Trustee may nominate eligible persons to run for available elected Trustee positions. Nominations will be received at the Pool office no later than 30 days prior to the meeting at which the election is scheduled. The Pool will verify that each nominee is willing to serve if elected before forwarding the nominations to the Nominating Committee. The Nominating Committee shall review the nominations and select by a majority vote not more than three names to be placed on the ballot for each available elected Trustee position. A person may not be nominated and placed on the ballot for more than one available elected Trustee position. In the event that no nominations are received for one or more available elected Trustee positions, the President of the Board of Trustees can solicit nominations from the floor on the following conditions:

- i. The nominee is eligible to serve as a Trustee in accordance with Sections 5.2 and 5.3 of the Agreement; and
 - ii. The nominee, if present, expresses a willingness to serve, or, if not present, the Pool has verified that the nominee has expressed in writing a willingness to serve.
- (i) Adopt and maintain an investment policy as an addendum to these bylaws to state the manner in which funds of the Pool may be invested.
 - (j) Adopt and maintain a Coverage Addendum as an addendum to these bylaws to state the manner in which Members will be indemnified from the assets of the Pool.
 - (k) Exercise their responsibility to the Pool and Member counties in the following way:
 - i. First, to the mission of the Pool, to maintain financial and managerial integrity, and to serve all counties fairly;
 - ii. Second, to express the needs and concerns of the counties that Board Member represents.

- 5.2 Members of the Board of Trustees will be reimbursed for reasonable and approved expenses incurred in attending Board meetings and in otherwise carrying out their responsibilities. UCIP will reimburse Trustees for in-state travel by private vehicle at the rate allowed by the Internal Revenue Service at the time of travel, as well as for lodging and meals at actual cost, within the guidelines for travel and expense reimbursement adopted by the State of Utah Department of Finance. For Trustees attending out-of-state conferences and business meetings as approved by the Board UCIP will pay directly the registration, airfare and lodging expenses for the dates of the conference or meeting and up to two travel days for Trustees arranging travel through the UCIP office. Trustees will be paid per diem for out-of-state meals and incidental expenses for each day of the training and travel day(s) pursuant to the full daily standard rates published by the Office of Government Policy, General Services Administration. Trustees will also be compensated for necessary transportation expenses between the airport and lodging.

Receipts for airfare, lodging and necessary transportation, paid by the Trustee, are required for reimbursement. A written statement by the Trustee will be required in place of a lost receipt. Reimbursement is made based on the least expensive reasonable method of travel. Expenses for spouses who accompany Trustees to UCIP meetings or to approved out-of-state training are the responsibility of the Trustee. UCIP will invoice Trustees for any spouse expenses paid by UCIP. However, there will be no charge for spouses attending business meals hosted by the Chief Executive Officer. Requests for reimbursement shall be submitted within 60 days of completion of a trip.

ARTICLE 6. Officers, Meetings, Procedures.

- 6.1 The principal offices of the Board shall be: president, vice-president and secretary-treasurer. The principal offices shall be held by three separate natural persons. Officers shall be elected by and from among the Trustees, at the first Board meeting following each annual meeting of the Members. The Board shall establish the powers and duties of each officer, consistent with these Bylaws, and the Agreement. All Members of the Board shall have full voting rights. The president shall preside over meetings of the Board and of the Members and shall perform such other duties as may be prescribed from time to time by the Board and the Members. The vice-president shall exercise the powers of the president in the absence of the president, and the secretary-treasurer shall exercise the powers of the president in the absence of the president and vice-president.
- 6.2 The Board shall fix the date, time and place of regular meetings that are scheduled in advance over the course of a year. Meetings may be called by the president, or by any five Members of the Board, by written notice mailed at least ten days in advance to all Trustees or by unanimously executed waiver of notice. Emergency meetings of the Board may be held to consider matters of an emergency or urgent nature, after an attempt has been made to notify all Board Members and a majority votes in the affirmative to hold the meeting. Notice, including public notice, of all meetings and the agenda shall comply with applicable laws of the State of Utah.
- 6.3 Seven Trustees shall constitute a quorum to do business. All actions of the Board shall require a quorum and a majority vote of the Trustees present, except where a different vote is required by these Bylaws.
- 6.4 The Board shall adopt such policies and procedures as it deems necessary or desirable for the conduct of its business.
- 6.5 Any or all Trustees may participate in any meeting of the Board by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence at the meeting.
- 6.6 The Board shall establish its own rules of order that are not in conflict with the laws of the State of Utah, the Agreement, and other specific provisions of these Bylaws.
- 6.7 A Trustee's position may be declared vacant by official action of the Board of Trustees



Utah Counties Insurance Pool
Supporting Your Goals Since 1992

Board of Trustees

October 20, 2011

Membership Qualifications

Section 4. MEMBERS.

- 1) Membership in the Pool is limited to Utah counties and such other governmental entities allowed under its Amended Bylaws.

ARTICLE 4. Members.

- 4.1 Membership in the Pool is limited to Utah counties and county related entities that properly enter into the Agreement.

- 4.2 Counties and county related entities, including former Members, may be admitted to the Pool after its formation only upon approval of the Board and subject to the conditions set out in the Agreement, these Bylaws and such additional conditions as the Board may from time to time require.

Entity Name Change

- Utah Counties Interlocal Pool
- Utah Counties Indemnity Pool
- Utah Counties Reserve Fund
- Public Agency Insurance Mutual
- Public Agency Reserve Fund

Brady, Mark

10/15/08 Annual Review

2% = \$80,540

Brown, Lisa

01/16/08 COLA

2% = \$38,438

Kelleher, Shaney

03/01/08 Market Adjustment

7% = \$35,360

Miller, Johnnie

11/15/09 Annual Review

\$15,000 = \$142,440

Siggard, Korby

03/01/08 Annual Review

2% = \$70,756

White, Sonya

07/01/08 Annual Review

3% = \$60,254

Salary adjustment made in 2009 of 8%.

This adjustment was made to balance cuts made to benefits package.

2009 Benefit Changes:

- Health benefits from 100% to 90%
- 8.54% 401K to 5% match
- 4.3% 457 terminated

CEO Report

- Sheriff's Conference
- USACCC Conference
- CRL Member Meeting
- AGRIP Investment Workshop
- WCF Advisory Council

